

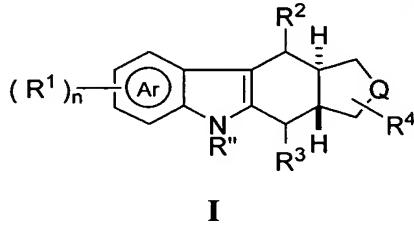
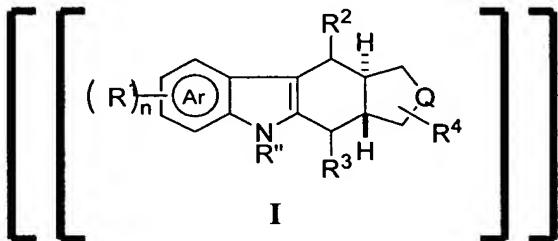
AMENDMENTS TO THE CLAIMS

Please cancel claims 3, 41, 44, 45, 47, 51 and 52.

Please amend claims 1, 6, 15, 36, 37, and 46.

Please add new claim 53, as shown in the following list of claims.

1. (Currently Amended) A compound having the formula (I):



or a pharmaceutically acceptable salt, hydrate, or solvate thereof, wherein



represents a single or fused aryl or heteroaryl ring;

Q is $-N(R)-$ or $-N(R)-(C_1-C_3)\text{alkylene}-$;

Q is $-N(R)-(C_1)\text{alkylene}-$;

R is

L¹ is a bond, (C₁-C₄)alkylene, (C₁-C₄)alkylenoxy and (C₁-C₄)alkylenamino;

L² is a bond, (C₁-C₄)alkylene, (C₂-C₄)alkenylene, (C₂-C₄)alkynylene,

(C₁-C₄)alkylenoxy or (C₁-C₄)alkylenamino;

R'' is hydrogen or (C₁-C₈)alkyl;

each R¹ is independently selected from the group consisting of halogen,

(C₁-C₈)alkyl, (C₂-C₈)alkenyl, (C₂-C₈)alkynyl, fluoro(C₁-C₄)alkyl, -OR⁵, -SR⁵,

fluoro(C₁-C₄)alkoxy, aryl, aryl(C₁-C₄)alkyl, -NO₂, -NR⁵R⁶, -C(O)R⁵, -CO₂R⁵, -

C(O)NR⁵R⁶, -N(R⁶)C(O)R⁵, -N(R⁶)CO₂R⁵, -N(R⁷)C(O)NR⁵R⁶, -S(O)_mNR⁵R⁶, -S(O)_mR⁵, -

CN and -N(R⁶)S(O)_mR⁵;

R^2 and R^3 are independently selected from the group consisting of hydrogen, halogen, (C_1 - C_8)alkyl, (C_2 - C_8)alkenyl, (C_2 - C_8)alkynyl, fluoro(C_1 - C_4)alkyl, - OR^8 , - SR^8 , fluoro(C_1 - C_4)alkoxy, aryl, aryl(C_1 - C_4)alkyl, - NO_2 , - NR^8R^9 , = O , - $C(O)R^8$, - CO_2R^8 , - $C(O)NR^8R^9$, - $N(R^9)C(O)R^8$, - $N(R^9)CO_2R^8$, - $N(R^{10})C(O)NR^8R^9$, - $S(O)_mNR^8R^9$, - $S(O)_mR^8$, - CN and - $N(R^9)S(O)_mR^8$;

R^4 is selected from the group consisting of hydrogen, - OR^{11} , - $C(O)R^{11}$, - CO_2R^{11} , - $C(O)NR^{11}R^{12}$, - CN , (C_1 - C_4)alkyl and aryl;

X and Y are independently selected from the group consisting of (C_1 - C_8)alkyl, (C_2 - C_8)alkenyl, (C_2 - C_8)alkynyl, - CO_2R^{13} and - $C(O)NR^{13}R^{14}$;

optionally, X and Y may be combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing from 0 to 2 heteroatoms independently selected from the group consisting of N, O and S;

Z is selected from the group consisting of - OR^{15} , - $NR^{15}R^{16}$, - $NR^{15}R^{18}$, - $C(O)R^{15}$, - CO_2R^{15} , - R^{18} , - $C(O)NR^{15}R^{16}$, - $C(O)NR^{15}R^{18}$, - $SO_2NR^{15}R^{16}$, - $SO_2NR^{15}R^{18}$, - $NR^{16}SO_2R^{15}$, - $N(R^{15})N(R^{16})SO_2R^{17}$, - $C(O)N(R^{16})OR^{15}$, hydroxy(C_1 - C_8)alkyl, fluoro(C_1 - C_4)alkyl, heteroaryl, - $C(=NOR^{15})NR^{16}R^{17}$, - $C(R^{16})=NOR^{15}$, - $NR^{16}(OR^{15})$, - $C(O)NR^{17}C(O)NR^{15}R^{16}$, - $NR^{17}C(O)NR^{16}C(O)R^{15}$ and - $NR^{17}C(O)NR^{15}R^{16}$;

R^5 , R^6 , R^7 , R^8 , R^9 , R^{10} , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} and R^{17} are independently selected from the group consisting of hydrogen, (C_1 - C_8)alkyl, (C_2 - C_8)alkenyl, (C_2 - C_8)alkynyl, cyclo(C_3 - C_6)alkyl, fluoro(C_1 - C_4)alkyl, hetero(C_1 - C_4)alkyl, cyclohetero(C_3 - C_6)alkyl, aryl and aryl(C_1 - C_4)alkyl;

R^{18} is a 5- or 6-membered ring containing from 0 to 4 heteroatoms selected from the group consisting of N, O and S (e.g. tetrazole);

optionally, when two R-groups variables selected from the group of variables consisting of R^5 , R^6 , R^8 , R^9 , R^{11} , R^{12} , R^{13} , R^{14} , R^{15} , R^{16} and R^{17} are attached to the same nitrogen atom, the R-groups two variables may be combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing the nitrogen atom and from 0 to 2 additional heteroatoms selected from the group consisting of N, O and S;

the subscript m is 1 or 2; and

the subscript n is 0, 1 or 2.

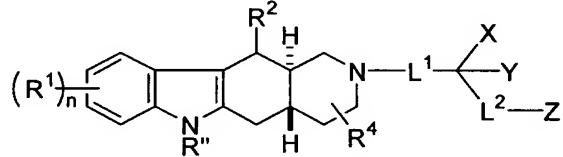
2. (Original) The compound of Claim 1 wherein  represents a benzene ring.

3. (Canceled).

4. (Original) The compound of Claim 1 wherein R³ is hydrogen or =O.

5. (Original) The compound of Claim 1 wherein  represents a benzene ring, R" is hydrogen and R³ is hydrogen.

6. (Currently Amended) A compound having the formula (II):



II

or a pharmaceutically acceptable salt, hydrate, or solvate or prodrug thereof, wherein

L¹ is a bond, (C₁-C₄)alkylene, (C₁-C₄)alkylenoxy or (C₁-C₄)alkylenamino;

L² is a bond, (C₁-C₄)alkylene, (C₂-C₄)alkenylene, (C₂-C₄)alkynylene,

(C₁-C₄)alkylenoxy or (C₁-C₄)alkylenamino;

R" is hydrogen or (C₁-C₈)alkyl;

each R¹ is independently selected from the group consisting of halogen,

(C₁-C₈)alkyl, (C₂-C₈)alkenyl, (C₂-C₈)alkynyl, fluoro(C₁-C₄)alkyl, -OR⁵, -SR⁵,

fluoro(C₁-C₄)alkoxy, aryl, aryl(C₁-C₄)alkyl, -NO₂, -NR⁵R⁶, -C(O)R⁵, -CO₂R⁵, -C(O)NR⁵R⁶,

-N(R⁶)C(O)R⁵, -N(R⁶)CO₂R⁵, -N(R⁷)C(O)NR⁵R⁶, -S(O)_mNR⁵R⁶, -S(O)_mR⁵, -CN and

-N(R⁶)S(O)_mR⁵;

R² is selected from the group consisting of hydrogen, halogen, (C₁-C₈)alkyl,

(C₂-C₈)alkenyl, (C₂-C₈)alkynyl, fluoro(C₁-C₄)alkyl, -OR⁸, -SR⁸, fluoro(C₁-C₄)alkoxy, aryl,

aryl(C₁-C₄)alkyl, -NO₂, -NR⁸R⁹, =O, -C(O)R⁸, -CO₂R⁸, -C(O)NR⁸R⁹, -N(R⁹)C(O)R⁸,

-N(R⁹)CO₂R⁸, -N(R¹⁰)C(O)NR⁸R⁹, -S(O)_mNR⁸R⁹, -S(O)_mR⁸, -CN and -N(R⁹)S(O)_mR⁸;

R⁴ is selected from the group consisting of hydrogen, -OR¹¹, -C(O)R¹¹,

-CO₂R¹¹, -C(O)NR¹¹R¹², -CN, (C₁-C₄)alkyl and aryl;

X and Y are independently selected from the group consisting of (C₁-C₈)alkyl, (C₂-C₈)alkenyl, (C₂-C₈)alkynyl, -CO₂R¹³ and -C(O)NR¹³R¹⁴;

optionally, X and Y may be combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of N, O and S;

Z is selected from the group consisting of -OR¹⁵, -NR¹⁵R¹⁶, -CO₂R¹⁵, -R¹⁸, -C(O)NR¹⁵R¹⁶, -C(O)NR¹⁵R¹⁸, -SO₂NR¹⁵R¹⁶, -SO₂NR¹⁵R¹⁸, -NR¹⁶SO₂R¹⁵, -N(R¹⁵)N(R¹⁶)SO₂R¹⁷, -C(O)N(R¹⁶)OR¹⁵, fluoro(C₁-C₄)alkyl, heteroaryl, -C(=NOR¹⁵)NR¹⁶R¹⁷, -C(R¹⁶)=NOR¹⁵, -NR¹⁶(OR¹⁵), -C(O)NR¹⁷C(O)NR¹⁵R¹⁶, -NR¹⁷C(O)NR¹⁶C(O)R¹⁵ and -NR¹⁷C(O)NR¹⁵R¹⁶;

R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹², R¹³, R¹⁴, R¹⁵, R¹⁶ and R¹⁷ are independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)alkenyl, (C₂-C₈)alkynyl, fluoro(C₁-C₄)alkyl, hetero(C₁-C₄)alkyl, aryl and aryl(C₁-C₄)alkyl;

R¹⁸ is a 5- or 6-membered ring containing from 1 to 3 heteroatoms selected from the group consisting of N, O and S;

optionally, when two R-groups variables selected from the group of variables consisting of R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷ and R¹⁸ are attached to the same nitrogen atom, the R-groups two variables may be combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing the nitrogen atom and from 0 to 2 additional heteroatoms selected from the group consisting of N, O and S;

the subscript m is 1 or 2; and

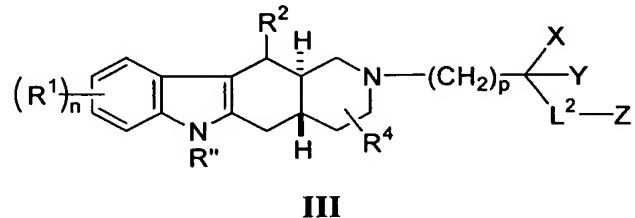
the subscript n is 0, 1 or 2.

7. (Original) The compound of Claim 6, wherein R⁴ is hydrogen.
8. (Original) The compound of Claim 6, wherein R" is hydrogen.
9. (Original) The compound of Claim 8, wherein R² is (C₁-C₄)alkyl or aryl.
10. (Original) The compound of Claim 9, wherein R¹ is independently selected from the group consisting of halogen, (C₁-C₄)alkyl, fluoro(C₁-C₄)alkyl, -OR⁵, fluoro(C₁-C₄)alkoxy, -CO₂R⁵, -S(O)_mNR⁵R⁶, -S(O)_mR⁵ and -CN.
11. (Original) The compound of Claim 10, wherein R¹ is halogen or fluoro(C₁-C₄)alkyl.

12. (Original) The compound of Claim 10, wherein n is 0 or 1.

13. (Original) The compound of Claim 12, wherein L¹ is (C₁-C₄)alkylene.

14. (Original) The compound of Claim 13, having the formula (III):



wherein the subscript p is an integer of from 1 to 4.

15. (Currently Amended) The compound of Claim 14-13, wherein p is 1, 2 or 3.

16. (Original) The compound of Claim 15, wherein L² is a bond.

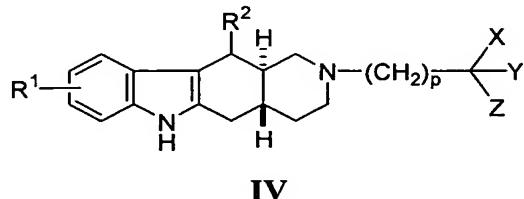
17. (Original) The compound of Claim 16, wherein Z is -CO₂R¹⁵ or -CO₂NR¹⁵R¹⁶.

18. (Original) The compound of Claim 15, wherein X and Y are combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of O, N and S.

19. (Original) The compound of Claim 18, wherein X and Y are combined to form a 5- or 6-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of O, N and S.

20. (Original) The compound of Claim 19, wherein X and Y are combined to form a 5- or 6-membered ring containing 0 heteroatoms, 1 nitrogen atom or 1 oxygen atom.

21. (Original) The compound of Claim 6, having the formula (IV):



wherein the subscript p is an integer of from 1 to 4.

22. (Original) The compound of Claim 21, wherein p is 1, 2 or 3.

23. (Original) The compound of Claim 22, wherein p is 2.

24. (Original) The compound of Claim 23, wherein Y is $\text{--CO}_2\text{H}$.

25. (Original) The compound of Claim 23, wherein X and Y are combined to form a 3-, 4-, 5-, 6- or 7-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of O, N and S.

26. (Original) The compound of Claim 23, wherein X and Y are combined to form a 5- or 6-membered ring containing from 0 to 2 heteroatoms selected from the group consisting of O, N and S.

27. (Original) The compound of Claim 23, wherein X and Y are combined to form a 5- or 6-membered ring containing 0 heteroatoms, 1 nitrogen atom or 1 oxygen atom.

28. (Original) The compound of Claim 23, wherein X and Y are combined to form a 5- or 6-membered ring containing 0 heteroatoms, 1 nitrogen atom or 1 oxygen atom and Y is $\text{--CO}_2\text{H}$.

29. (Original) The compound of Claim 23, wherein R^2 is methyl.

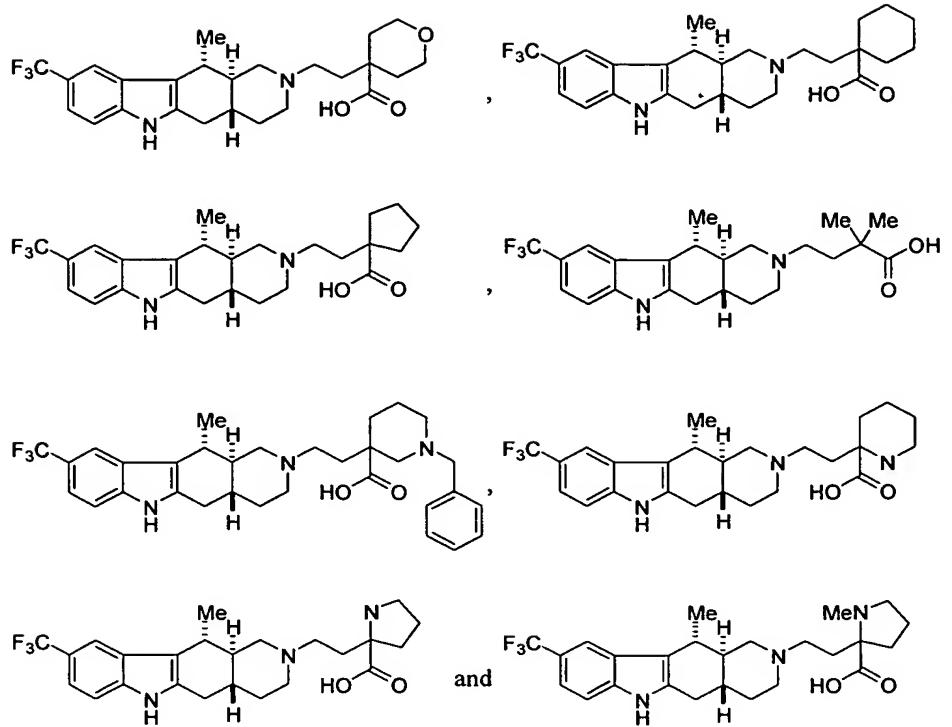
30. (Original) The compound of Claim 23, wherein R^1 is CF_3 .

31. (Original) The compound of Claim 30, wherein R^1 is 9-trifluoromethyl.

32. (Original) The compound of Claim 23, wherein R^1 is CF_3 and R^2 is methyl.

33. (Original) The compound of Claim 23, wherein R^1 is CF_3 , R^2 is methyl and Y is $\text{--CO}_2\text{H}$.

34. (Original) The compound of Claim 33, wherein said compound is selected from the group consisting of the group consisting of:



35. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier or excipient and a compound of any one of Claims 1-34.

36. (Currently Amended) A method for treating a condition or disorder selected from the group consisting of obesity, an eating disorder, an anxiety disorder and a mood disorder, comprising administering to a subject in need thereof a therapeutically effective amount of a compound of Claim 1 or 6.

37. (Currently Amended) The method of Claim 36, wherein said compound condition or disorder is selected from the group consisting of obesity, anorexia nervosa, anxiety, panic disorder and obsessive-compulsive disorder and depression.

38. (Original) The method of Claim 36, wherein said compound is administered in combination with an anti-obesity agent, an antidepressant or an anxiolytic agent.

39. (Original) The method of Claim 36, wherein said compound is administered orally.

40. (Original) The method of Claim 36, wherein said compound is administered parenterally.

41. (Canceled).

42. (Original) A method for modifying eating behavior, comprising administering to a subject in need thereof a therapeutically effective amount of a compound of Claim 1 or 6.

43. (Original) The method of Claim 42, wherein food intake is decreased.

44.-45. (Canceled).

46. (Currently Amended) The A method of Claim 45 for treating a condition or disorder comprising administering to a subject in need thereof a therapeutically effective amount of a compound of Claim 1 or 6, wherein said condition or disorder is selected from the group consisting of obesity, an eating disorder, an anxiety disorder and a mood disorder.

47. (Canceled).

48. (Original) The method of Claim 46, wherein said anxiety disorder is selected from the group consisting of anxiety, panic disorder and obsessive-compulsive disorder.

49. (Original) The method of Claim 46, wherein said mood disorder is depression.

50. (Original) A method for modulating MCHR, comprising contacting a cell with a compound of Claim 1 or 6.

51.-52. (Canceled).

53. (New) The compound of Claim 1, wherein R¹⁸ is tetrazole.